

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018
847 318-7575
Fax 847 318-7588



RECORDATION NO. 20691 FILED

MAY 22 '97

10-42 AM

May 21, 1997

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W.
Room 704
Washington, D.C. 20423-0001

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAY 22 10 42 AM '97

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated December 23, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: AG Processing, Inc.
P.O. Box 2047
Omaha, NE 68103-2047

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Bob Hamilton".

Bob Hamilton
Director-Documentation

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Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of December, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and AG Processing ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of December 23, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: JOHN J. THOMASTitle: PresidentBy: [Signature]Name: Michelle BergTitle: Office ManagerExecuted on this 8th day of April, 1997.

[CORPORATE SEAL]

STATE OF Illinois

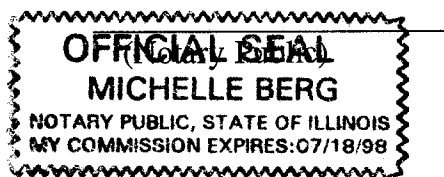
COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of April, 1997.

Michelle Berg
Notary Public

My Commission Expires:



LESSEE:

AG PROCESSING, INC.

ATTEST:

By: _____

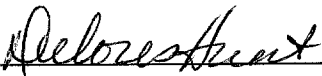


Name: _____

TONY PORTER
GROUP VICE PRESIDENT
SOY PROCESSING OPERATIONS

Title: _____

By: _____



Name: _____

Delores Hunt

Title: _____

Rail Equipment
Coordinator

Executed on this 21 day of MARCH, 1997.

[CORPORATE SEAL]

STATE OF Nebraska

COUNTY OF Douglas

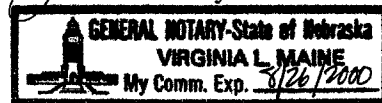
I, VIRGINIA L. MAINE, a Notary Public in and for said state and county, certify that ANTHONY L. PORTER personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 21 day of MARCH, 1997.

Virginia L. Maine
Notary Public

My Commission Expires:

August 26, 2000
(Notary Public)



CARINIT	CARNUM	CARTYPE	IND
RUSX	030020	T108	C
RUSX	030024	T108	C
RUSX	030028	T108	C
RUSX	030029	T108	C
RUSX	030031	T108	C